

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
CLARK COUNTY STADIUM AUTHORITY**

**RESOLUTION DELEGATING TO EACH OF THE CHAIRMAN AND
THE VICE CHAIRMAN OF THE STADIUM AUTHORITY THE
ABILITY TO EXECUTE AND APPROVE CERTAIN CUSTOMARY
DEVELOPMENT DOCUMENTS AND APPROVING OTHER MATTERS
RELATED THERETO**

WHEREAS, Senate Bill 1, known as the Southern Nevada Tourism Improvements Act (the “Act”), was approved by the 30th Special Session (2016) of the Nevada Legislature, and signed into law by Governor Brian Sandoval on October 17, 2016 (the “Effective Date”);

WHEREAS, the Act authorizes the acquisition, financing, construction, lease, improvement, equipping, operation and maintenance of a National Football League stadium in Clark County, Nevada;

WHEREAS, Section 21 of the Act authorizes the creation of the Stadium Authority (as defined in Section 16 of the Act) as a public body to carry out the provisions of the Act governing the National Football League Stadium Project (as defined in Section 12 of the Act);

WHEREAS, the Board of Directors (as defined in Section 5 of the Act, the “Board”) of the Stadium Authority was appointed pursuant to Subsection 1 of Section 22 of the Act

WHEREAS, the Board of the Stadium Authority desires to delegate to each of the Chairman and the Vice Chairman of the Stadium Authority the ability to execute and deliver certain Customary Development Documents (as defined below) and approve other matters related thereto;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CLARK COUNTY STADIUM AUTHORITY THAT:

Section 1. Authorization Regarding Customary Development Documents. The Board hereby authorizes each of the Chairman and the Vice Chairman of the Authority (each, an “Authorized Representative”), after consultation with the Authority Representative (as defined in that certain Development Agreement dated as of March 28, 2018 (the “Development Agreement”), by and between the Authority and LV Stadium Events Company, LLC (“StadCo”), attorneys and other consultants to the Authority, to execute, approve, impose, acknowledge and deliver agreements, documents, encumbrances, permit applications and vacation applications that are customarily executed, approved, imposed, acknowledged and delivered by owners and developers in connection with the design, development and construction of commercial real property and facilities, high impact projects, public facilities and/or stadium or event center projects in Clark County, Nevada (collectively, the “Customary Development Documents”) so long as such Customary Development Documents (i) relate to the design, development and construction of the Project Improvements (as defined in the Development Agreement), (ii) do not contain any provisions whereby the Authority would indemnify or hold harmless any other person or entity and (iii) do not obligate the Authority for the payment of any monetary liability that is not otherwise

expressly assumed by StadCo. All Customary Development Documents executed, approved, imposed, acknowledges or delivered pursuant to the authority granted by this Resolution are enforceable and binding acts and obligations of the Authority.

Section 2. Further Actions. The Board also hereby authorizes the Authorized Representatives to take all such other actions and do all other things as may be necessary, desirable or appropriate to carry out, or assist in carrying out, the purposes of this Resolution and the obligations of the Authority under the Customary Development Documents authorized by the terms of this Resolution. The taking of any such action by either of the Authorized Representatives shall conclusively evidence the appropriateness, desirableness or necessity thereof.

Section 3. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

Section 4. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of this Resolution by the Authorized Representatives, or either of them, in connection with the matters authorized by this Resolution, and all actions incidental thereto, are hereby ratified, confirmed and adopted by the Authority.

PASSED, APPROVED AND ADOPTED this 17th day of January, 2019.

**BOARD OF DIRECTORS OF THE
CLARK COUNTY STADIUM AUTHORITY**

STEVE HILL, Chairman

ATTEST:

LYNN MARIE GOYA, Clark County Clerk